

HINKLE ELKOURI LAW FIRM L.L.C.

ORDINANCE NO. 46-834

OF THE
CITY OF WICHITA, KANSAS

AUTHORIZING THE ISSUANCE OF

CITY OF WICHITA, KANSAS
TAXABLE INDUSTRIAL REVENUE BONDS
SERIES X, 2005
(INFONXX)

(Published in *The Wichita Eagle*, December 21, 2005)

ORDINANCE NO. 46-834

AN ORDINANCE OF THE CITY OF WICHITA, KANSAS, AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$6,000,000 AGGREGATE PRINCIPAL AMOUNT OF TAXABLE INDUSTRIAL REVENUE BONDS, SERIES X, 2005 (INFONXX) FOR THE PURPOSE OF PROVIDING FUNDS TO ACQUIRE AND INSTALL EQUIPMENT AND FURNITURE AT A CUSTOMER SERVICE CENTER FACILITY; PRESCRIBING THE FORM AND AUTHORIZING EXECUTION OF A TRUST INDENTURE BY AND BETWEEN THE CITY AND U.S. BANK NATIONAL ASSOCIATION, MILWAUKEE, WISCONSIN, AS TRUSTEE WITH RESPECT TO THE BONDS; PRESCRIBING THE FORM AND AUTHORIZING THE EXECUTION OF A LEASE AGREEMENT BY AND BETWEEN THE CITY AND INFONXX OPERATING COMPANY, INC.; APPROVING THE FORM OF A GUARANTY AGREEMENT; AND, AUTHORIZING THE EXECUTION OF A BOND PLACEMENT AGREEMENT BY AND AMONG THE CITY, INFONXX OPERATING COMPANY, INC., AND INFONXX CAPITAL MANAGEMENT, INC. AS PURCHASER OF THE BONDS.

WHEREAS, the City of Wichita, Kansas (the "Issuer") is authorized by K.S.A. 12-1740 to 12-1749d, inclusive, as amended (the "Act"), to acquire, construct and equip certain facilities (as defined in the Act) for commercial, industrial and manufacturing purposes, and to enter into leases and lease-purchase agreements with any person, firm or corporation for said facilities, and to issue revenue bonds for the purpose of paying the cost of any such facilities; and

WHEREAS, the Issuer has heretofore and does hereby find and determine that it is desirable in order to promote, stimulate and develop the general economic welfare and prosperity of the Issuer and the State of Kansas that the Issuer issue its taxable industrial revenue bonds in the aggregate principal amount of not to exceed \$6,000,000 for the purpose of providing funds to acquire and install equipment and furniture at a customer service center facility located in the City of Wichita, Kansas (the "Project"), said Project to be leased by the Issuer to InfoNXX Operating Company, Inc., a Delaware corporation, duly qualified to conduct business in the State of Kansas, as Tenant (the "Tenant"); and

WHEREAS, the Issuer does hereby find and determine that it is desirable that the Issuer issue its taxable industrial revenue bonds designated "City of Wichita, Kansas, Taxable Industrial Revenue Bonds, Series X, 2005 (InfoNXX)" in the aggregate principal amount of not to exceed \$6,000,000 (the "2005 Bonds"); and

WHEREAS, the 2005 Bonds and the interest thereon shall not constitute an indebtedness of the Issuer within the meaning of any constitutional provision or statutory limitation, shall not constitute nor give rise to a pecuniary liability of the Issuer, nor shall any 2005 Bond or the interest thereon be a charge against the general credit or taxing powers of the Issuer; and

WHEREAS, the 2005 Bonds are not general obligations of the Issuer and are payable solely from certain fees, rentals, revenues and other amounts derived by the Issuer from the Project (as hereinabove defined) and, under certain circumstances, from the proceeds of the 2005 Bonds and insurance and condemnation awards; and

WHEREAS, the Issuer further finds and determines that it is necessary and desirable in connection with the issuance of the 2005 Bonds (1) to execute and deliver a Trust Indenture dated as of December 1, 2005 (the "Indenture"), with U.S. Bank National Association, Milwaukee, Wisconsin (the "Trustee"), for the purpose of issuing and securing the 2005 Bonds as provided therein; (2) to enter into a Lease dated as of December 1, 2005 (the "Lease"), with the Tenant pursuant to which the Issuer shall cause the Project to be leased to the Tenant in consideration of payments of Basic Rent, Additional Rent and other charges provided for therein; and (3) to enter into a Bond Placement Agreement dated as of December 1, 2005 (the "Bond Placement Agreement") with the Tenant and InfoNXX Capital Management, Inc., as purchaser of the 2005 Bonds (the "Purchaser").

NOW, THEREFORE, BE IT ORDAINED BY THE GOVERNING BODY OF THE CITY OF WICHITA, KANSAS, AS FOLLOWS:

Section 1. Definition of Terms. All terms and phrases not otherwise defined herein shall have the respective meanings set forth in the Indenture and the Lease herein authorized.

Section 2. Authority to Cause the Project to be Acquired, Constructed and Equipped. The governing body of the Issuer hereby declares that the Project, if in being, would promote the welfare of the City of Wichita, Kansas, and the Issuer is hereby authorized to cause the Project to be acquired, equipped and installed all in the manner and as more particularly described in the Indenture and in the Lease hereinafter authorized.

Section 3. Authorization of and Security for the Bonds. There are hereby generally authorized and directed to be issued the Issuer's taxable industrial revenue bonds to be designated "City of Wichita, Kansas, Taxable Industrial Revenue Bonds, Series X, 2005 (InfoNXX)" in the aggregate principal amount of not to exceed \$6,000,000. The 2005 Bonds shall be dated and bear interest, shall mature and be payable at such times, shall be in such forms, shall be subject to redemption and payment prior to the maturity thereof, and shall be issued in the manner prescribed and subject to the provisions, covenants and agreements set forth in the Indenture. The 2005 Bonds shall be special limited obligations of the Issuer payable solely from the revenues derived by the Issuer pursuant to the Lease, or otherwise in connection with the Project. The 2005 Bonds shall not be general obligations of or constitute a pledge of the faith and credit of the Issuer within the meaning of any constitutional or statutory provision and shall not be payable in any manner from tax revenues. The 2005 Bonds shall be secured under the provisions of the Indenture.

Section 4. Authorization of Indenture. The Issuer is hereby authorized to enter into the Indenture under which the Issuer shall pledge and assign to the Trustee, for the benefit of the holders of the 2005 Bonds, the Trust Estate created thereby, all upon the terms and conditions set forth in said Indenture.

Section 5. Lease of the Project. The Issuer shall cause the Project to be leased by the Issuer to the Tenant pursuant to and in accordance with the provisions of, and is hereby authorized to enter into, the Lease.

Section 6. Authorization of Bond Placement Agreement. The 2005 Bonds shall be sold and delivered to the Purchaser, upon the terms and subject to the provisions of the Bond Placement Agreement.

Section 7. Approval of Guaranty Agreement. The form of Guaranty Agreement, dated as of December 1, 2005 (the "Guaranty Agreement"), pursuant to which the Tenant guarantees to the Trustee, for the benefit of the Owners of the 2005 Bonds, the full and prompt payment of the principal of, redemption premium, if any, and interest on the 2005 Bonds, is hereby approved.

Section 8. Execution of 2005 Bonds and Agreements. The Mayor of the Issuer is hereby authorized and directed to execute the 2005 Bonds and deliver the same to the Trustee for authentication for and on behalf of and as the act and deed of the Issuer in the manner provided in the Indenture. The Mayor or Vice Mayor of the City of Wichita, Kansas, is hereby further authorized and directed to execute and deliver the Indenture, the Lease and the Bond Placement Agreement for and on behalf of and as the act and deed of the Issuer in substantially the form presented today with such minor corrections or amendments thereto as such signatory shall approve, which approval shall be evidenced by his or her execution thereof, and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance. The City Clerk or any Deputy City Clerk of the Issuer is hereby authorized and directed to attest the execution of the 2005 Bonds, the Indenture, the Lease and the Bond Placement Agreement and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

Section 9. Pledge of the Project. The Issuer hereby pledges the Project and the net revenues therefrom to the payment of the 2005 Bonds in accordance with K.S.A. 12-1744. The lien created by such pledge shall be discharged when all of the Bonds shall be deemed to have been paid within the meaning of the Indenture, as the same may be amended.

Section 10. Further Authority. The Issuer shall, and the officers, agents and employees of the Issuer are hereby authorized and directed to, take such action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the provisions of this Ordinance and to carry out, comply with and perform the duties of the Issuer with respect to the 2005 Bonds, the Indenture, the Lease and the Bond Placement Agreement, all as necessary to carry out and give effect to the transaction contemplated hereby and thereby.

Section 11. Effective Date. This Ordinance shall take effect and be in full force from and after its passage by the governing body of the City of Wichita, Kansas and publication once in the official newspaper of the Issuer.

[Remainder of page left blank intentionally]

PASSED by the governing body of the City of Wichita, Kansas this 20th day of December, 2005.

CITY OF WICHITA, KANSAS

By: _____
Carlos Mayans, Mayor

Attest:

By: _____
Karen Sublett, City Clerk

(Seal)

Approved as to Form:

By: _____
Gary E. Rebenstorf, City Attorney